

## DLF Limited

DLF Gateway Tower, R Block,  
DLF City Phase – III, Gurugram – 122 002,  
Haryana (India)  
Tel. : (+91-124) 4396000

**DLF**  
BUILDING INDIA

July 4, 2019

The General Manager Dept. of Corporate Services <b>BSE Limited</b> P.J. Tower, Dalal Street, Mumbai 400 001	The Vice-President <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051
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Dear Sir,

**Sub: Annual Report 2018-19 – Intimation of Record Date.**

This has further to our communication dated 10 June 2019 intimating the Annual General Meeting (AGM) of the Company to be held on **Tuesday, the 30 July 2019**.

In compliance with Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015, we are sending herewith Annual Report of the Company along with Notice of AGM for the financial year 2018-19 which is being despatched / sent to the shareholders by the permitted mode(s).

The Board of Directors have recommended a dividend of Rs.2 each per equity share (100%) of the face value of Rs. 2 each, for approval of the shareholders at the ensuing AGM.


Pursuant to Regulation 42 of SEBI LODR Regulations, 2015, the Company has fixed **Tuesday, the 23 July 2019** as the **Record Date** for determining entitlement of shareholders for dividend for the FY 2018-19, subject to the approval of the shareholders at the AGM, to (i) all beneficial owners in respect of shares held in dematerialized form, as per the list received from the Depositories on 23 July 2019; and (ii) to all members whose names appears on the register of members on 23 July 2019.

The dividend if approved by the shareholders, will be paid / despatched to the shareholders on or before 29 August 2019.

The Annual Report including AGM Notice are also available on the Company's web-site <http://www.dlf.in/downloads.aspx>.

Thanking you,

Yours faithfully,  
For **DLF Limited**

  
Subhash Setia  
**Company Secretary**

CC:

1. National Securities Depository Ltd.
2. Central Depository Ltd.
3. Karvy Fintech Pvt. Ltd.

For Stock Exchange's clarifications :-

1. Mr. Subhash Setia – 09873718989/setia-subhash@dlf.in
2. Mr. Raju Paul – 09999333687 / paul-raju@dlf.in

Regd. Office : DLF Shopping Mall, 3<sup>rd</sup> Floor, Arjun Marg, DLF City, Phase-I, Gurgaon-122 002, India  
CIN: L70101HR1963PLC002484; Website: [www.dlf.in](http://www.dlf.in)

## Notice

**Notice** is hereby given that the 54<sup>th</sup> Annual General Meeting (AGM) of the Members of DLF Limited will be held on **Tuesday, the 30 July 2019 at 11.30 A.M. at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF5, Gurugram - 122002 (Haryana)** to transact the following business:

### Ordinary Business:

- (a) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2019 together with the Reports of Board of Directors and Auditors thereon.
- (b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2019 together with the Report of Auditors thereon.
- To declare dividend.
- To appoint a Director in place of Ms. Pia Singh (DIN 00067233), who retires by rotation and being eligible, offers herself for re-appointment.
- To appoint a Director in place of Mr. Gurvirendra Singh Talwar (DIN 00559460), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business:

- To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the remuneration payable to M/s R.J. Goel & Co., Cost Accountants (FRN 000026), appointed by the Board of Directors (the “Board”) to conduct the audit of the cost records pertaining to real estate development activities of the Company for the financial year ended 31 March 2019, amounting to ₹ 3.75 lakhs (Rupees three lakhs seventy five thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

- To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 read with Schedule V and all other

applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and Article 93 of the Articles of Association, consent of the members of the Company, be and is hereby accorded for the re-appointment of Dr. K.P. Singh (DIN 00003191) as a Whole-time Director designated as Chairman of the Company for a period of five (5) years with effect from 1 October 2018 on the terms and conditions as set-out in the Explanatory Statement annexed to this Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year.

**RESOLVED FURTHER THAT** the terms and conditions of re-appointment and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the “Board”), as it may, in its discretion deem fit, so as not to exceed the limits specified in Section 197 read with Schedule V to the Act and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

- To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Article 93 of the Articles of Association, consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Mohit Gujral (DIN 00051538) as a Chief Executive Officer & Whole-time Director of the Company for a period of five (5) years with effect from 14 February 2019 on the terms and conditions including remuneration as set-out in the Explanatory Statement annexed to this Notice, including the

remuneration to be paid in the event of loss or inadequacy of profits in any financial year.

**RESOLVED FURTHER THAT** the terms and conditions of re-appointment and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the "Board"), as it may, in its discretion deem fit, so as not to exceed the limits as specified in Section 197 read with Schedule V to the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

8. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Article 93 of the Articles of Association, consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Rajeev Talwar (DIN 01440785) as a Chief Executive Officer & Whole-time Director of the Company for a period of five (5) years with effect from 14 February 2019 on the terms and conditions including remuneration as set-out in the Explanatory Statement annexed to this Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year.

**RESOLVED FURTHER THAT** the terms and conditions of re-appointment and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the "Board"), as it may, in its discretion deem fit, so as not to exceed the limits as specified in Section 197 read with Schedule V to the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to

sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

9. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Article 93 of the Articles of Association, consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Rajiv Singh (DIN 00003214) as a Whole-time Director currently designated as Vice-Chairman of the Company for a period of five (5) years with effect from 9 April 2019 on the terms and conditions as set-out in the Explanatory Statement annexed to this Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year.

**RESOLVED FURTHER THAT** the terms and conditions of re-appointment and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the "Board"), as it may, in its discretion deem fit, so as not to exceed the limits specified in Section 197 read with Schedule V to the Act and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

10. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Ms. Priya Paul (DIN 00051215), who was appointed as



an Additional Director (in the capacity of an Independent Director) of the Company with effect from 1 April 2019 and who holds office up to the date of this Annual General Meeting (AGM), in terms of Section 161 of the Act read with Article 101(2) of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five (5) consecutive years for a term up to 31 March 2024.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

11. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Lt. Gen. Aditya Singh (Retd.) (DIN 06949999), who was appointed as an Independent Director and who holds office as an Independent Director up to 28 August 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years with effect from 29 August 2019.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

12. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, a sum not exceeding 1% per annum of the net profits

of the Company, be paid and distributed among the Directors of the Company or some or any of them [i.e. Directors other than Managing and Whole-time Director(s)] of such amounts or proportion and in such manner and in such respects as may be decided by the Board of Directors (the “Board”) and such payments shall be made out of the profits of the Company for each year commencing from 1 April 2020.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

**By Order of the Board**  
for **DLF LIMITED**

**Subhash Setia**  
*Company Secretary*

Gurugram  
10 June 2019  
Regd. Office: Shopping Mall  
3<sup>rd</sup> Floor, Arjun Marg  
Phase-I, DLF City  
Gurugram - 122002, Haryana  
CIN: L70101HR1963PLC002484  
Telephone no.: +91-124-4334200  
Website: [www.dlf.in](http://www.dlf.in)  
e-mail: [investor-relations@dlf.in](mailto:investor-relations@dlf.in)

**Notes:**

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the meeting. Blank Proxy Form is annexed.**

**A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) in respect of special business being item nos. 5 to 12 set-out above to be transacted at the meeting is annexed hereto and forms part of this Notice.

3. The requirement to place the matter relating to ratification of appointment of Statutory Auditors by members at every AGM has been done away with vide amendment in Section 139 of the Act, which was notified by the Ministry of Corporate Affairs on 7 May 2018. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 52<sup>nd</sup> AGM held on 29 September 2017.
4. The details of Directors seeking appointment/re-appointment, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and the Act (including Secretarial Standard-2), are given in the Corporate Governance Report and also annexed hereto and form part of this Notice.
5. Attendance slip and the Route map of the venue of the Meeting (including prominent land mark) is annexed to the Notice.
6. Karvy Fintech Private Limited (formerly Karvy Computershare Private Limited) [“Karvy” or “RTA”], having its office at Karvy Selenium Tower B, Plot No. 31–32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, is the Registrar & Share Transfer Agent of the Company. The contact details of Karvy is as follows: PhoneNo:040-67161514; FaxNo:040-23420814; e-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com); Website: [www.karvy.com](http://www.karvy.com); Contact Person: Ms. Varalakshmi, Assistant General Manager (RIS). Karvy is also the depository interface of the Company with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). However, keeping in view the convenience of the members, documents relating to shares will also be accepted by Karvy at (i) 305, New Delhi House, 27, Barakhamba Road, New Delhi - 110001, Ph.: 011-43681700; (ii) Registered Office of the Company; and also (iii) Corporate Office: DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram-122002.
7. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
8. The Company has fixed **Tuesday, 23 July 2019** as the ‘Record Date’ for determining eligibility for payment of dividend, if declared at the meeting.
9. The dividend, if declared at the meeting will be paid on or before **Thursday, 29 August 2019** to those members or their mandates: (a) whose names appear as beneficial owners at the end of the business hours on **Tuesday, 23 July 2019** in the list of beneficial owners to be furnished by the depositories (i.e. NSDL and CDSL) in respect of the shares held in electronic form; and (b) whose names appear as members in the Company’s Register of Members on **Tuesday, 23 July 2019** after giving effect to valid transmission or transposition requests in physical form lodged with the Company or its RTA on or before **Tuesday, 23 July 2019**.
10. Relevant documents referred to in the Notice and statutory registers are available for inspection at the Registered Office and/ or Corporate Office of the Company at DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002 on all working days, between 14:00 - 16:00 hrs. up to the date of the AGM and shall also be available for inspection at the venue of the AGM.
11. The Auditors’ Certificate under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for inspection at the AGM.
12. The SEBI Listing Regulations has mandated that for making dividend payments, companies shall use electronic clearing services (local, regional or national), direct credit, Real Time Gross Settlement (RTGS), National Electronic Funds Transfer (NEFT) etc. The Company and the RTA are required to seek relevant bank details of the shareholders from depositories/ investors for making payment of dividend in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective Depository Participants for the shares held in dematerialised form and with the RTA in respect of shares held in physical form.
13. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank mandates, nominations, power of attorney, change in address and e-mail ids etc., to their respective Depository Participants. Changes intimated to the Depository Participants will be automatically reflected in the Company’s record which will help the Company and RTA to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to the RTA under the signatures of first/ joint holder(s).  
  
As mandated by SEBI, members holding shares in physical mode are also requested to submit Permanent Account Number (PAN) and bank account details to the Company/ Karvy, if not already submitted.
14. Members desirous of obtaining any information/ clarification(s), intending to raise any query concerning the financial statements and operations of the Company, are requested to forward the same at least 7 days prior

to the date of the meeting to the Company Secretary at the Registered Office/ Corporate Office of the Company, so that the same may be attended to appropriately.

15. (a) The Company has transferred the unpaid/ unclaimed dividends declared up to the financial year 2010-11, from time to time, to the Investor Education and Protection Fund (IEPF) Authority established by the Central Government. The Company has uploaded the details of unpaid/ unclaimed dividends lying with the Company as on 24 September 2018 (date of previous AGM) on the website of the Company and the same can be accessed through the link: "<https://kosmic.karvy.com/IEPF/IEPFUnpaidQry.aspx?q=3Eo135ACGFU%3d>". The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
  - (b) Adhering to the various requirements set-out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the financial year 2018-19, transferred to the IEPF Authority, all shares in respect of which dividend had remained unpaid/ unclaimed for seven consecutive years or more as on the due date of transfer i.e. 4 September 2018. Details of shares transferred to IEPF Authority are available on the website of the Company and the same can be accessed through the link: "<https://kosmic.karvy.com/IEPF/IEPFUnpaidQry.aspx?q=3Eo135ACGFU%3d>". The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
  - (c) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back. Concerned members/ investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF/refund.html> or contact Karvy for lodging claim for refund of shares and/or dividends from the IEPF Authority.
16. Further, all shareholders, whose dividend is unclaimed pertaining to financial year 2011-12 are requested to lodge their claim with RTA/ Company by submitting an application supported by an indemnity on or before 13 October 2019. Reminder letters for claiming unpaid dividend are sent from time to time to the shareholders who have not claimed their dividend.

Members who have not encashed their dividend warrants within their validity period may write to the Company at its Registered Office/ Corporate Office or Karvy for obtaining duplicate warrants/ or payments

in lieu of such warrants in the form of the demand draft.

Public notices were published and individual reminder letters were sent to those shareholders whose dividend is not claimed/ unpaid for seven consecutive years or more.

17. SEBI vide its notification dated 8 June 2018, amended the SEBI Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only effective 1 April 2019. Accordingly, requests for effecting transfer of physical securities would not be processed unless the securities are held in the dematerialised form with any depository participant with effect from 1 April 2019. Therefore, the Registrar and Share Transfer Agent and the Company will not accept any request for the transfer of shares in physical form from 1 April 2019. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account or alternatively, contact the office of the RTA to guide shareholders in the demat procedure.
18. In terms of the provisions of the Act, notice of the AGM may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice along with attendance slip and proxy form by e-mail and the members who have not registered their e-mail IDs will receive the Notice through post/ courier.

**In order to receive faster communications and to enable the Company to serve the members better and to promote green initiatives, the members are requested to provide/ update their e-mail IDs with their respective Depository Participants (DPs) or e-mail at [dlf.cs@karvy.com](mailto:dlf.cs@karvy.com) to get the Annual Report and other documents/ communication on such e-mail address.**

**Members holding shares in physical form are also requested to intimate their e-mail addresses to the RTA/ Company either by e-mail at [dlf.cs@karvy.com](mailto:dlf.cs@karvy.com) or [investor-relations@dlf.in](mailto:investor-relations@dlf.in) by sending a communication at the address mentioned at Note 6 above or at the Registered Office/ Corporate Office of the Company.**

19. Pursuant to Regulation 44(6) of the SEBI Listing Regulations, the Company shall provide one-way live webcast of proceedings of AGM from **11.30 A.M.** onwards on **Tuesday, 30 July 2019**. Members can view the proceedings of AGM by logging on to the e-voting website of Karvy at <https://evoting.karvy.com> using

their remote e-voting credentials, where the E-voting Event Number ("EVEN") of Company will be displayed.

20. Members may also note that the Notice along with attendance slip and proxy form will also be available on the Company's website [www.dlf.in](http://www.dlf.in) and also on the Karvy's website <https://evoting.karvy.com>.

## 21. Voting through electronic means

I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide members the facility to exercise their right to vote at the 54<sup>th</sup> AGM by electronic means. The members may cast their votes using an electronic system from a place other than the venue of the Meeting ('remote e-voting').

II. The Company has engaged the services of Karvy as the agency to provide remote e-voting facility.

III. The facility for voting either through electronic voting system or polling paper shall also be made available at the AGM and the members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their rights at the AGM.

IV. The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again and if any member casts a vote at the AGM, then such vote will be considered invalid.

V. The Company has appointed Mr. Ashok Tyagi (FCS:2968), Company Secretary in whole-time practice as Scrutinizer and Mr. Vineet K. Chaudhary (FCS:5327), Company Secretary in whole-time practice as alternate Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. They have given their consents for such appointment.

VI. **The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 23 July 2019. A person who is not a member as on the cut-off date should treat this Notice for information only.**

VII. **A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. Tuesday, 23 July 2019 only shall be entitled to**

**avail the facility of remote e-voting/ voting at the AGM.**

VIII. Any person, who acquires shares and become member of the Company after the despatch of the Notice and holds shares as on the cut-off date i.e. **Tuesday, 23 July 2019** may obtain the login ID and password in the manner mentioned below:

(a) If the mobile number of the member is registered against Folio No./ DP ID - Client ID, the member may send SMS: **MYEPWD** <space> e-voting Event Number + Folio No. or DP ID Client ID to **9212993399**

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890

(b) If e-mail address or mobile number of the member is registered against Folio No./ DP ID-Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.

(c) Member may call Karvy's toll free number 1800 345 4001 for any assistance.

(d) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).

If the member is already registered with Karvy for remote e-voting then he can use his existing user ID and password/ PIN for casting vote through remote e-voting.

IX. The remote e-voting period will commence from **Friday, 26 July 2019 (9.30 A.M.)** and end on **Monday, 29 July 2019 (5.00 P.M.)**. The e-voting module shall be disabled by Karvy for voting thereafter. **Once the vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.**

The instructions for e-voting are as under:

A. **In case of Members receiving e-mail from Karvy:**

(i) Open the e-mail and open PDF file viz; "DLF e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.



- (ii) Launch internet browser by typing the following URL: <https://evoting.karvy.com>.
  - (iii) Enter the login credentials.
  - (iv) After entering the details appropriately, click on "Login".
  - (v) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) You need to login again with your new credentials.
  - (vii) Select "EVEN" of DLF Limited and click on - 'Submit'.
  - (viii) On the voting page, number of shares as held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution(s) then enter all shares and click FOR/ AGAINST as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
  - (ix) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
  - (x) Cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "Ok" to confirm else "Cancel" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
  - (xi) Once the vote on the resolution(s) is cast by a member, such member shall not be allowed to change it subsequently.
- (xii) Institutional shareholders (i.e. other than individuals, Hindu Undivided Family (HUF), Non-resident Indian (NRI), etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizers through e-mail at [dlfscrutinizer@gmail.com](mailto:dlfscrutinizer@gmail.com) or [dlfevoting@dlf.in](mailto:dlfevoting@dlf.in) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT NO."
- B. In case of members receiving physical copy of the Notice:**
- (i) Initial password, along with User ID and EVEN (E-voting Event Number) is provided in the table given in the Ballot Form.
  - (ii) Please follow all steps from S. No. (ii)-(xii) given above to cast your vote.
- C. Other instructions:**
- (i) In case of any query, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Ms. Varalakshmi of Karvy Fintech Private Limited, at 040-67161514 or at Tel. No. 1800 345 4001 (toll free).
  - (ii) If you are already registered with Karvy for e-voting then you can use your existing user ID and password for casting your vote.
- X. The Scrutinizer(s) shall immediately after the conclusion of voting at the meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer(s) shall submit a consolidated Scrutinizers' Report of the votes cast in favour or against, if any, not later than 48 (forty-eight) hours of conclusion of the meeting to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by him in writing shall declare the results of the voting forthwith.**



XI. The Results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.dlf.in](http://www.dlf.in) and on the website of Karvy i.e. <https://evoting.karvy.com> immediately after the results are declared by the Chairman or any other person authorised by him. The Company shall, simultaneously, forward the results to the concerned stock exchanges where its equity shares are listed.

recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek members' approval by way of special resolution for the re-appointment of and remuneration payable to Dr. Singh, in terms of applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

The broad particulars of the terms of re-appointment and remuneration payable to Dr. Singh are as under:

**(A) Remuneration:**

- (i) **Basic Salary:** ₹ 12.00 lakhs per month.
- (ii) **Benefits, Perquisites and Allowances,** as may be determined by the Board from time to time, subject to the condition that the aggregate benefits, perquisites and allowances shall not exceed the limits as specified in Schedule V to the Act and the SEBI Listing Regulations, which shall inter-alia include the following perquisites, benefits and allowances:

**(a) Housing/ House Rent Allowance**

Furnished residential accommodation, which shall also be used for official purposes or House Rent Allowance equivalent to 70% of the Basic Salary.

Expenses towards gas, water, electricity, servants, swachhata karamchari, gardeners and security personnel etc., shall be borne and paid by the Company. However, perquisites for the above shall be evaluated as per Income Tax Rules, 1962, wherever applicable.

**(b) Medical Expenses Payment/ Re-imbusement**

All expenses for medical treatment in India and abroad for the Chairman and his family shall be paid by the Company or reimbursed to the Chairman, as the case may be.

**(c) Leave Travel Concession**

For Chairman and his family including dependents once in a year incurred in accordance with the Rules specified by the Company, from time to time.

**(d) Usage of Clubs**

As per policy of the Company. However, admission and life membership fees shall be borne by appointee.

**(e) Personal Accident and Medical Insurance**

Such premium as may be decided by the Board.

**22. Members are requested:**

- (a) To bring Attendance Slip duly completed and signed at the meeting and not to carry briefcase or bag inside the meeting venue for security reasons;
- (b) To quote their Folio No./ DP ID - Client ID and e-mail ID in all correspondence; and
- (c) To please note that **no gift/gift coupon/refreshment coupon** will be distributed at the meeting.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 5**

The Board of Directors (the "Board") of the Company, on the recommendation of the Audit Committee, had approved the appointment of M/s R.J. Goel & Co., Cost Accountants (FRN 000026), as Cost Auditors to conduct the audit of cost records pertaining to real estate development activities of the Company for the financial year ended 31 March 2019.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board has to be ratified by the members of the Company. Accordingly, consent of the members is being sought by way of an ordinary resolution for ratification of the remuneration payable to the Cost Auditor for the financial year 2018-19.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 5.

The Board commends the resolution for approval of the members as an *Ordinary Resolution*.

**ITEM NO. 6**

The Board of Directors of the Company (the "Board") had, at its meeting held on 25 September 2018, subject to the approval of members, re-appointed Dr. K.P. Singh as Whole-time Director designated as Chairman for a period of five (5) years with effect from 1 October 2018, on the terms and conditions including remuneration as

**(f) Contribution to Provident Fund**

Contribution to Provident Fund, as per the rules of the Company.

**(g) Gratuity**

Gratuity payable shall not exceed half-a-month's salary for each completed year of service as per the rules of the Company.

**(h) Leave**

Leave as per rules of the Company.

**(i) Car(s)**

Provision of Company maintained chauffeur driven car(s). Personal use of car(s) would be valued as per Income Tax Rules, 1962.

**(j) Reimbursement of Fees for Credit Cards**

Payment/ Reimbursement of Membership Fee and Annual Fee for Credit Cards. Perquisite value of such credit cards shall be valued as per Income Tax Rules, 1962.

**(k) Housing Loan**

Housing Loan as per Rules of the Company. Apart from the interest chargeable on such housing loan, any tax on computational/ notional value of interest due to any Income Tax guidelines/ rules for the time being in force, would be to the account of the appointee.

**(l) Communication Facilities**

Provision of telephone(s), fax(es), computers, laptops, video conference facility, internet and broadband etc. at residence as per the policy of the Company.

**(m) Retirement Benefits**

Retirement Benefits as per policy of the Company.

Provided that the said perquisites, benefits and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-tax Act, 1961 or any rules made thereunder or any statutory modifications or re-enactment thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at the actual cost. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income-tax Act, 1961 and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company and to the extent not taxable under the Income-tax Act, 1961 shall not be included in for the purpose of computation of the overall ceiling of remuneration.

**(B) Commission:**

In addition to the salary, perquisites and allowances as above, Dr. K.P. Singh shall also be entitled to receive a commission on net profits as may be fixed by the Board within the permissible limits specified in the Act.

**(C) Reimbursement of Expenses:**

Reimbursement of actual out-of-pocket and entertainment expenses incurred in connection with the business of the Company, expenses on traveling, boarding and lodging including for his family and attendant(s) during business trips; provision of car for use on the Company's business and expenses on communication facilities at residence shall be reimbursed and not considered as perquisites.

**(D) General:**

- (i) The total remuneration inclusive of salary, benefits, perquisites, allowances, commission, etc. payable to Dr. Singh shall not exceed the limits specified in Section 197, 198 and Schedule V to the Act and the SEBI Listing Regulations.
- (ii) The terms and conditions set-out for re-appointment including designation and payment of remuneration herein may be altered and varied by the Board of Directors as it may deem fit, from time to time.
- (iii) Dr. Singh shall work under the superintendence and control of the Board. As long as he functions as a Whole-time Director, he shall not be paid any sitting fees to attend the meetings of the Board and/ or Committee(s) thereof.
- (iv) The appointment of Dr. Singh as Chairman may be terminated by the Company by giving six months prior notice in writing or such shorter notice as may be mutually agreed between Dr. Singh and the Company or payment in lieu of notice by either party.

Notwithstanding the foregoing but subject to the provisions of the Act, where in any financial year during the currency of the tenure of Dr. K.P. Singh, the Company has no profits or its profits are inadequate, the above-mentioned remuneration and subsequent revisions, if any, will be paid as minimum remuneration.

Dr. K.P. Singh is over 70 years of age, and accordingly in terms of Section 196 of the Act, the Company is required to obtain shareholders' approval by way of a special resolution for the appointment of Dr. K.P. Singh as a Whole-time Director. Dr. K.P. Singh has rendered more than 50 years of selfless and dedicated service to the DLF Group. His

leadership and commitment have played a pivotal role in reshaping and setting up a new Gurgaon (renamed now as Gurugram). He is widely credited with spearheading the transformation of the real estate sector in India. He has played a catalytic role in making India the global hub for business process outsourcing. In 2010, he was conferred the Padma Bhushan by the President of India in recognition of his exceptional and distinguished services to the nation. In order to continue to benefit from the rich reservoir of Dr. Singh's experience, knowledge, wisdom and insights, it would be in the beneficial interest of the Company to re-appoint Dr. Singh as a Whole-time Director of the Company for a period of five (5) years.

Dr. K.P. Singh satisfies all the conditions as set-out in Part I of Schedule V to the Act as also conditions set-out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting-out the terms of re-appointment of Dr. K.P. Singh under Section 190 of the Act.

The details in terms of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions of the Act (including Secretarial Standard-2) are annexed and form part of this Notice.

Dr. K.P. Singh being the appointee is interested in the resolution set-out at item no. 6. Mr. Rajiv Singh, Mr. G.S.

Talwar and Ms. Pia Singh Directors being relatives are interested or concerned in passing of the said resolution.

The other relatives of Dr. K.P. Singh may be deemed to be interested in the said resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the resolution set-out at item no. 6.

The Board commends the resolution for approval of the members as a *Special Resolution*.

#### ITEM NO. 7

The Board of Directors of the Company (the "Board"), at its meeting held on 5 February 2019, subject to the approval of members, re-appointed Mr. Mohit Gujral as a Chief Executive Officer & Whole-time Director for a period of five (5) years with effect from 14 February 2019, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Mohit Gujral as a Chief Executive Officer & Whole-time Director in terms of applicable provisions of the Companies Act, 2013 ("the Act").

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Mohit Gujral are as under:

#### (A) Remuneration:

<b>I.</b>	<b>Basic Salary</b>	₹ 37,00,000/- per month.
<b>II.</b>	<b>Benefits, Perquisites and Allowances</b>	
	<b>Category 'A'</b>	
<b>a.</b>	Housing/ House Rent Allowance	70% of the Basic Salary per month or Company's Leased Accommodation, subject to rental ceiling of 70% of the Basic Salary per month.
<b>b.</b>	Personal Allowance	₹ 27,75,000/- per month.
<b>c.</b>	Hard Furnishing OR Hard Furnishing Allowance	Written down value of all Hard furnishings provided shall not exceed ₹ 30 lakhs at any time as per applicable rules of the Company OR Hard Furnishing Allowance @ ₹ 50,000/- per month in lieu thereof.
<b>d.</b>	Superannuation/ Superannuation Fund Allowance	15% of the Basic Salary per month.
	<b>Category 'B'</b>	
<b>a.</b>	Contribution to Provident Fund	As per rules of the Company.
<b>b.</b>	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service, as per rules of the Company.
	<b>Category 'C'</b>	
<b>a.</b>	Provision of Company's maintained chauffeur driven car/ car hire/ lease and/ or conveyance allowance	Provision of the Company's maintained chauffeur driven car/ car hire/ lease and/ or conveyance allowance subject to a maximum of ₹ 50 lakhs p.a., as per policy of the Company.

<b>b.</b>	Housing Loan	As per rules of the Company. Any tax on computational/ notional value of interest, due to any Income Tax guidelines/ rules for the time being in force, would be to the account of the appointee.
<b>c.</b>	Communication Facilities	Expenses on communication facilities will be reimbursed/ borne as per rules of the Company and will not be treated as perquisites.
<b>d.</b>	Personal Accident and Medical Insurance	As per rules of the Company.
<b>e.</b>	Leave	As per rules of the Company.

### **(B) Reimbursement of Expenses:**

Reimbursement of actual out-of-pocket and entertainment expenses incurred in connection with the business of the Company; expenses on travelling, boarding and lodging shall be reimbursed, as per entitlement and not considered as perquisites.

### **(C) General:**

- (i) The total remuneration inclusive of salary, benefits, perquisites, allowances, etc. payable to Mr. Mohit Gujral shall not exceed the limits specified in Section 197, 198 read with Schedule V to the Act.
- (ii) Mr. Mohit Gujral shall work under the superintendence and control of the Board. As long as he functions as a Chief Executive Officer & Whole-time Director, he shall not be paid any sitting fees to attend the meetings of the Board and/ or Committee(s) thereof.
- (iii) If at any time, Mr. Mohit Gujral ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Chief Executive Officer & Whole-time Director of the Company.
- (iv) He shall adhere to the Company's Code of Conduct.
- (v) Encashment of leave as per rules of the Company.
- (vi) He shall be entitled to membership of a maximum of two club(s), as per rules of the Company.
- (vii) The terms and conditions set-out for appointment and payment of remuneration herein may be altered and varied by the Board as it may, from time to time, deem appropriate.
- (viii) The appointment may be terminated by either party by giving the other party three months' prior notice in writing or such shorter notice as may be mutually agreed between Mr. Mohit Gujral and the Company or payment in lieu of notice by either party.
- (ix) Retirement benefits as per the policy of the Company.

Perquisites, benefits and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-tax Act, 1961 or any rules made there under or any statutory modifications or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at the actual cost.

Notwithstanding the foregoing but subject to the provisions of the Act, where in any financial year during the currency

of the tenure of Mr. Mohit Gujral, the Company has no profits or its profits are inadequate, the above mentioned remuneration and subsequent revisions, if any, will be paid as minimum remuneration.

Mr. Mohit Gujral satisfies all the conditions as set-out in Part I of Schedule V to the Act as also conditions set-out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting-out the terms of re-appointment of Mr. Mohit Gujral under Section 190 of the Act.

The details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions of the Act (including Secretarial Standard-2) are annexed and form part of this Notice.

Mr. Mohit Mohit Gujral being the appointee is interested in the resolution set-out at item no. 7. The other relatives of Mr. Mohit Gujral may be deemed to be interested in the said resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the resolution set-out at item no. 7.

The Board commends the resolution for approval of the members as an *Ordinary Resolution*.

### **ITEM NO. 8**

The Board of Directors of the Company (the "Board"), at its meeting held on 5 February 2019, subject to the approval of members, re-appointed Mr. Rajeev Talwar as a Chief Executive Officer & Whole-time Director for a period of five (5) years with effect from 14 February 2019, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to, Mr. Rajeev Talwar as a Chief Executive Officer & Whole-time Director in terms of applicable provisions of the Companies Act, 2013 ("the Act").



The broad particulars of the terms of re-appointment and remuneration payable to Mr. Rajeev Talwar are as under:

**(A) Remuneration:**

I.	<b>Basic Salary</b>	₹ 9,57,850/- per month.
II.	<b>Benefits, Perquisites and Allowances</b>	
	<b>Category 'A'</b>	
a.	Housing/ House Rent Allowance	30% of the Basic Salary per month or Company's Leased Accommodation subject to rental ceiling of 30% of the Basic Salary per month.
b.	Personal Allowance	₹ 9,50,000/- per month.
c.	Hard Furnishing OR Hard Furnishing Allowance	Written down value of all Hard furnishings provided shall not exceed ₹ 15 lakhs at any time as per applicable rules of the Company OR Hard Furnishing Allowance @ ₹ 25,000/- per month in lieu thereof.
	<b>Category 'B'</b>	
a.	Contribution to Provident Fund	As per rules of the Company.
b.	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service, as per rules of the Company.
	<b>Category 'C'</b>	
a.	Provision of Company's maintained chauffeur driven car/ car hire/ lease and/ or conveyance allowance	Provision of the Company's maintained chauffeur driven car/ car hire/ lease and/ or conveyance allowance, subject to a maximum of ₹ 30.30 lakhs p.a., as per policy of the Company.
b.	Housing Loan	As per rules of the Company. Any tax on computational/ notional value of interest, due to any Income Tax guidelines/ rules for the time being in force, would be to the account of the appointee.
c.	Communication Facilities	Expenses on communication facilities will be reimbursed/ borne as per rules of the Company and will not be treated as perquisites.
d.	Personal Accident and Medical Insurance	As per rules of the Company.
e.	Leave	As per rules of the Company.

**(B) Commission:**

In addition to the salary, benefits, perquisites and allowances as above, Mr. Rajeev Talwar shall also be entitled to receive commission on net profit as may be fixed by the Board within the permissible limits specified in the Act.

to Mr. Rajeev Talwar shall not exceed the limits specified in Section 197, 198 read with Schedule V to the Act.

**(C) Reimbursement of Expenses:**

Reimbursement of actual out-of-pocket and entertainment expenses incurred in connection with the business of the Company; expenses on travelling, boarding and lodging shall be reimbursed, as per entitlement and not considered as perquisites.

(ii) Mr. Rajeev Talwar shall work under the superintendence and control of the Board. As long as he functions as a Chief Executive Officer & Whole-time Director, he shall not be paid any sitting fees to attend the meetings of the Board and/ or Committee(s) thereof.

(iii) If at any time, he ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Chief Executive Officer & Whole-time Director of the Company.

**(D) General:**

(i) The total remuneration inclusive of salary, benefits, perquisites, allowances, commission, etc. payable

(iv) He shall adhere to the Company's Code of Conduct.

(v) Encashment of leave as per rules of the Company.

- (vi) He shall be entitled to membership of a maximum two club(s), as per rules of the Company.
- (vii) The terms and conditions set-out for re-appointment and payment of remuneration herein may be altered and varied by the Board as it may, from time to time, deem appropriate.
- (viii) The appointment may be terminated by either party by giving the other party three months' prior notice in writing or such shorter notice as may be mutually agreed between Mr. Rajeev Talwar and the Company or payment in lieu of notice by either party.
- (ix) Retirement benefits as per the policy of the Company.

Perquisites, benefits and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-tax Act, 1961 or any rules made there under or any statutory modifications or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at the actual cost.

Notwithstanding the foregoing but subject to the provisions of the Act, where in any financial year during the currency of the tenure of Mr. Rajeev Talwar, the Company has no profits or its profits are inadequate, the above mentioned remuneration and subsequent revisions, if any, will be paid as minimum remuneration.

Mr. Rajeev Talwar satisfies all the conditions as set-out in Part I of Schedule V to the Act as also conditions set-out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting-out the terms of re-appointment of Mr. Rajeev Talwar under Section 190 of the Act.

The details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions of the Act (including Secretarial Standard-2) are annexed and form part of this Notice.

Mr. Rajeev Talwar being the appointee is interested in the resolution set-out at item no. 8. The other relatives of Mr. Rajeev Talwar may be deemed to be interested in the said resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the resolution set-out at item no. 8.

The Board commends the resolution for approval of the members as an *Ordinary Resolution*.

## ITEM NO. 9

The Board of Directors of the Company (the "Board"), at its meeting held on 5 February 2019, subject to the approval of members, has re-appointed Mr. Rajiv Singh as Whole-time Director currently designated as Vice-Chairman for a period of five (5) years with effect from 9 April 2019, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Rajiv Singh in terms of applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

The broad particulars of the terms of re-appointment and remuneration payable to Mr. Rajiv Singh are as under:

### (A) Remuneration:

- (i) **Basic Salary:** ₹ 7.50 lakhs per month.
- (ii) **Benefits, Perquisites and Allowances**, as may be determined by the Board from time to time, subject to the condition that the aggregate benefits, perquisites and allowances shall not exceed the limits as specified in Schedule V to the Act and the SEBI Listing Regulations, which shall inter-alia include the following perquisites, benefits and allowances:

#### (a) Housing/ House Rent Allowance

Furnished residential accommodation, which shall also be used for official purposes or House Rent Allowance equivalent to 70% of the Basic Salary.

Expenses towards utilities such as gas, water, electricity, servants, swachhata karamchhari, gardeners and security personnel etc., shall be borne and paid by the Company. However, perquisites for the above shall be evaluated as per Income Tax Rules, 1962 wherever applicable.

#### (b) Medical Expenses Payment/ Re-imbusement

All expenses for medical treatment in India and abroad for the Vice-Chairman and his family shall be paid by the Company or reimbursed to him, as the case may be.

#### (c) Leave Travel Concession

For Vice-Chairman and his family including dependents once in a year incurred in accordance with the Rules specified by the Company, from time to time.

**(d) Club Fees**

Fees of Clubs subject to maximum two clubs. This will not include admission and life membership fee.

**(e) Personal Accident and Medical Insurance**

Such premium as may be decided by the Board.

**(f) Contribution to Provident Fund and Superannuation Fund**

Contribution to Provident Fund and Superannuation Fund, as per the rules of the Company.

**(g) Gratuity**

Gratuity payable shall not exceed half-a-month's salary for each completed year of service as per the rules of the Company.

**(h) Leave**

Leave as per rules of the Company.

**(i) Car(s)**

Provision of Company's maintained chauffeur driven car(s). Personal use of car(s) would be valued as per Income Tax Rules, 1962.

**(j) Reimbursement of Fees for Credit Cards**

Payment/ Reimbursement of Membership Fee and Annual Fee for Credit Cards. Perquisite value of such credit cards shall be valued as per Income Tax Rules, 1962.

**(k) Housing Loan**

Housing loan as per Rules of the Company. Apart from the interest chargeable on such housing loan, any tax on computational/ notional value of interest due to any Income Tax guidelines/ rules for the time being in force, would be to the account of the appointee.

**(l) Communication Facilities**

Provision of telephone(s), fax(es), computers, laptops, video conference facility, internet and broadband etc., at residence as per the policy of the Company.

**(m) Retirement benefits as per the policy of the Company.**

Provided that the said perquisites, benefits and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-tax Act, 1961 or any rules made there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at the actual cost. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income-tax Act, 1961 and gratuity payable

and encashment of leave at the end of the tenure, as per the rules of the Company and to the extent not taxable under the Income-tax Act, 1961 shall not be included in for the purpose of computation of the overall ceiling of remuneration.

**(B) Commission:**

In addition to the salary, perquisites and allowances as above, Mr. Rajiv Singh shall also be entitled to receive a commission on net profits as may be fixed by the Board of Directors within the permissible limits specified in the Act.

**(C) Reimbursement of Expenses:**

Reimbursement of actual out-of-pocket and entertainment expenses incurred in connection with the business of the Company, expenses on traveling, boarding and lodging including for spouse and attendant(s) during business trips; provision of car for use on the Company's business and expenses on communication facilities at residence shall be reimbursed and not considered as perquisites.

**(D) General:**

- (i) The total remuneration inclusive of salary, benefits, perquisites, allowances, commission, etc. payable to Mr. Rajiv Singh shall not exceed the limits specified in Section 197, 198 read with Schedule V to the Act and the SEBI Listing Regulations.
- (ii) The terms and conditions set-out for re-appointment and payment of remuneration herein may be altered and varied by the Board as it may, from time to time, deem fit.
- (iii) The appointment of Mr. Rajiv Singh as Vice-Chairman may be terminated by the Company or the concerned Director by giving six months' prior notice in writing or such shorter notice as may be mutually agreed between Mr. Rajiv Singh and the Company or payment in lieu of notice by either party.

Notwithstanding the foregoing but subject to the provisions of the Act, where in any financial year during the currency of the tenure of Mr. Rajiv Singh, the Company has no profits or its profits are inadequate, the above mentioned remuneration and subsequent revisions, if any, will be paid as minimum remuneration.

Mr. Rajiv Singh satisfies all the conditions as set-out in Part I of Schedule V to the Act as also conditions set-out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting-out the terms of re-appointment of Mr. Rajiv Singh under Section 190 of the Act.

The details in terms of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions of the Act (including Secretarial Standard-2) are annexed and form part of this Notice.

Mr. Rajiv Singh being the appointee is interested in the resolution set-out at item no. 9. Dr. K.P. Singh and Ms. Pia Singh, Directors being relatives are interested or concerned in passing of the said resolution. The other relatives of Mr. Rajiv Singh may be deemed to be interested in the said resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the resolution set-out at item no. 9.

The Board commends the resolution for approval of the members as an *Ordinary Resolution*.

#### **ITEM NO. 10**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act"), Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and Article 101(2) of the Articles of Association ("AOA") of the Company, Ms. Priya Paul (DIN 00051215) was appointed as an Additional Director (in the capacity of Independent Director) of the Company with effect from 1 April 2019. Accordingly, she shall hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Ms. Priya Paul for the office of Director of the Company.

Ms. Priya Paul has given a declaration to the Board of Directors that she meets the criteria of independence as provided under Section 149 of the Act and the SEBI Listing Regulations.

Ms. Paul is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director in accordance with Section 152 of the Act.

In the opinion of the Board, Ms. Paul fulfils the conditions for her appointment as an Independent Director in terms of Section 149 of the Act and the SEBI Listing Regulations and is independent of the management of the Company.

Brief resume of Ms. Paul and nature of her expertise in specific functional areas has been provided in the Corporate Governance Report forming part of the Annual Report. The details in terms of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions of the Act (including Secretarial Standard-2) are annexed and form part of this Notice.

The terms and conditions of appointment of Ms. Paul as an Independent Director would be available for inspection free of cost by the members at the Registered Office/ Corporate Office of the Company and shall also be disclosed on the website of the Company.

Keeping in view her vast experience, expertise and knowledge, it would be in the interest of the Company that Ms. Paul be appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term up to 31 March, 2024.

Ms. Priya Paul being the appointee is interested in the resolution set-out at item no. 10. The other relatives of Ms. Priya Paul may be deemed to be interested in the said resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the resolution set-out at item no. 10.

The Board commends the resolution for approval of the members as an *Ordinary Resolution*.

#### **ITEM NO. 11**

Pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") Lt. Gen. Aditya Singh (Retd.) (DIN 06949999) has been appointed as an Independent Director of the Company and holds office as an Independent Director of the Company up to 28 August 2019.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, has recommended re-appointment of Lt. Gen. Aditya Singh (Retd.) as an Independent Director for a second term of five (5) consecutive years on the Board of the Company i.e. from 29 August 2019 to 28 August 2024.

Given the background, enriched experience and contributions made by Lt. Gen. Aditya Singh (Retd.) during his tenure in the growth of the Company, the Board of Directors has decided that it would be in the beneficial interest of the Company to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Lt. Gen. Aditya Singh (Retd.) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 29 August 2019 to 28 August 2024.

Lt. Gen. Aditya Singh (Retd.) is not disqualified from being appointed as Director in terms of Section 164 of the Act and



has given his consent to act as a Director in accordance with Section 152 of the Act.

The Company has also received a declaration from Lt. Gen. Aditya Singh (Retd.) that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI Listing Regulations.

Lt. Gen. Aditya Singh (Retd.) is a person of high repute and integrity. In the opinion of the Board of Directors, Lt. Gen. Aditya Singh (Retd.) fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Lt. Gen. Aditya Singh (Retd.) is independent of the management of the Company.

Brief resume of Lt. Gen. Aditya Singh (Retd.) and nature of his expertise in specific functional areas has been provided in the Corporate Governance Report forming part of the Annual Report. The details in terms of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions of the Act (including Secretarial Standard-2) are annexed and form part of this Notice.

The terms and conditions of re-appointment of Lt. Gen. Aditya Singh (Retd.) as an Independent Director would be available for inspection free of cost by the members at the Registered Office/ Corporate Office of the Company and shall also be disclosed on the website of the Company.

Lt. Gen. Aditya Singh (Retd.) being the appointee is interested in the resolution set-out at item no. 11. The other relatives of Lt. Gen. Aditya Singh (Retd.) may be deemed to be interested in the said resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the resolution set-out at item no. 11.

The Board commends the resolution for approval of the members as a *Special Resolution*.

#### **ITEM NO. 12**

The members of the Company vide their resolution passed through Postal Ballot on 24 July 2015 had authorised

payment of commission to non-executive directors of the Company at a rate not exceeding 1% of the net profits of the Company for a period of five (5) years commencing from 1 April 2015. The approval was valid up to and including the financial year ended 31 March 2020.

In terms of the provisions of Section 197 of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company, it is proposed to seek approval of the shareholders to continue payment of commission to Non-executive Directors. The Board of Directors (the "Board") will determine each year the specific amount to be paid as commission to the Non-executive Directors, which shall not exceed 1% of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Act. The payment of commission would be in addition to the sitting fee payable for attending meetings of the Board and/or Committees thereof and other meetings of Directors, if any.

Save and except all Non-executive Directors of the Company and their relatives, no other Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution set-out at Item No. 12.

The Board commends the resolution for approval of the members as a *Special Resolution*.

**By Order of the Board**  
for **DLF LIMITED**

Gurugram  
10 June 2019

**Subhash Setia**  
*Company Secretary*

Regd. Office: Shopping Mall  
3<sup>rd</sup> Floor, Arjun Marg  
Phase-I, DLF City  
Gurugram - 122002, Haryana  
CIN: L70101HR1963PLC002484  
Telephone no.: +91-124-4334200  
Website: [www.dlf.in](http://www.dlf.in)  
e-mail: [investor-relations@dlf.in](mailto:investor-relations@dlf.in)

**Details of Directors seeking Appointment/ Re-appointment at the Annual General Meeting**

**[In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings]**

<b>Name of Director</b>	<b>Ms. Pia Singh</b>	<b>Mr. Gurvirendra Singh Talwar</b>	<b>Dr. K.P. Singh</b>	<b>Mr. Mohit Gujral</b>
<b>Director Identification Number (DIN)</b>	00067233	00559460	00003191	00051538
<b>Date of Birth</b>	26.12.1970	22.03.1948	15.08.1931	25.08.1959
<b>Date of Appointment</b>	18.02.2003	21.04.2006	14.11.1963	14.02.2014
<b>Qualification(s)</b>	Graduate from Wharton School of Business, University of Pennsylvania, U.S.A. with degree in Finance	Bachelor's degree in Economics	Science Graduate, an alumni of IMA	B. Arch, C.E.P.T. Ahmedabad
<b>Number of Shares held</b>	2,13,32,500	1,00,540	1,44,95,360	Nil
<b>Expertise in specific functional areas</b>	Has over 24 years of experience in developing the Company's luxury and super luxury retail destinations across the country.	A known banker and investment advisor has enriched, vast and varied experience in Banking, Investment and Financial Management Services.	<p>Currently holding the position of Chairman of the Company.</p> <ul style="list-style-type: none"> <li>Eminent industrialist with wide business experience of over four decades in Real Estate Industry; has held several important industrial, financial and diplomatic positions including with RBI.</li> <li>Established DLF Foundation in 2008 as the philanthropic arm of DLF Limited, providing structure and focus to the social outreach initiatives of DLF Group.</li> <li>Conferred Honorary Degree of Doctorate in Science by the prestigious G.B. Pant University of Agriculture &amp; Technology, Pantnagar, in recognition of his invaluable contribution in the field of Business Administration in 2008.</li> <li>In 2010, he was conferred the 'Padma Bhushan' national award by the President of India in his recognition of exceptional and distinguished services to the Nation.</li> <li>He is the recipient of the 'Entrepreneur of the Year 2011' award at The Asian Awards in October 2011 at London and was conferred the 'Indian Business Leader of the Year' award at the Horasis Global India Business Meeting held in Antwerp, Belgium in June, 2012.</li> </ul>	Renowned architect and business leader with industry and General Management experience of over three decades.

<b>Name of Director</b>	<b>Ms. Pia Singh</b>	<b>Mr. Gurvirendra Singh Talwar</b>	<b>Dr. K.P. Singh</b>	<b>Mr. Mohit Gujral</b>
<b>Other Directorship(s)</b>	<p>Adept Real Estate Developers Private Limited</p> <p>Anubhav Apartments Private Limited</p> <p>Arihant Housing Company<sup>s</sup></p> <p>DLF Brands Private Limited</p> <p>Madhukar Housing and Development Company<sup>s</sup></p> <p>Northern India Theatres Private Limited</p> <p>Pushpak Builders and Developers Private Limited</p> <p>Sambhav Housing and Development Company<sup>s</sup></p> <p>Skills Academy Private Limited</p> <p>Solace Housing and Construction Private Limited</p> <p>Sukh Sansar Housing Private Limited</p> <p>Udyan Housing and Development Company<sup>s</sup></p>	<p>Antriksh Properties Private Limited</p> <p>Asahi India Glass Limited</p> <p>Desent Promoters &amp; Developers Private Limited</p> <p>Great Eastern Energy Corporation Limited</p> <p>Madhukar Housing and Development Company<sup>s</sup></p> <p>Power Housing &amp; Developers Private Limited</p> <p>Sabre Investment Advisor India Private Limited</p> <p>Sambhav Housing and Development Company<sup>s</sup></p> <p>Sketch Promoters &amp; Developers Private Limited</p> <p>Udyan Housing and Development Company<sup>s</sup></p>	<p>Anubhav Apartments Private Limited</p> <p>DLF Urva Real Estate Developers &amp; Services Private Limited</p> <p>Madhukar Housing and Development Company<sup>s</sup></p> <p>Rajdhani Investments &amp; Agencies Private Limited</p> <p>Realest Builders and Services Private Limited</p>	<p>Delanco Buildcon Private Limited</p> <p>DLF Universal Limited</p> <p>Glensdale Enterprise Development Private Limited</p> <p>Gujral Design Plus Overseas Private Limited</p> <p>Mohit Design Management Private Limited</p> <p>Paliwal Real Estate Limited</p> <p>Prima Associates Private Limited</p> <p>Span Fashions Limited</p> <p>Wagishwari Estates Private Limited</p>
<b>Committee Positions in other Public Companies<sup>#</sup></b>	Nil	Nil	Nil	Nil
<b>Number of Board meetings attended</b>	Given in corporate governance report			
<b>Remuneration (including sitting fee and commission)</b>	Given in corporate governance report			
<b>Relationships between Directors inter-se</b>	Dr. K.P. Singh and Mr. Rajiv Singh	Dr. K.P. Singh	Mr. Rajiv Singh, Ms. Pia Singh and Mr. G.S. Talwar.	Nil

<b>Name of Director</b>	<b>Mr. Rajeev Talwar</b>	<b>Mr. Rajiv Singh</b>	<b>Ms. Priya Paul</b>	<b>Lt. Gen. Aditya Singh (Retd.)</b>
<b>Director Identification Number (DIN)</b>	01440785	00003214	00051215	06949999
<b>Date of Birth</b>	23.12.1954	08.05.1959	30.04.1966	20.09.1947
<b>Date of Appointment</b>	14.02.2014	16.11.1988	01.04.2019	29.08.2014
<b>Qualification(s)</b>	Masters from St. Stephen's College, Delhi University, IAS 1978 Batch	Graduate from Massachusetts Institute of Technology, USA	Economics graduate from Wellesley College, USA	Graduate from Staff College, Camberly (UK); Master Degree in Military Science; Alumni of the Indian National Defence College
<b>Number of Shares held</b>	4,32,072	2,56,320	180	Nil
<b>Expertise in specific functional areas</b>	Mr. Talwar has over three decades of diverse experience with Central/ State Governments including public sector enterprises and real estate development.	Mr. Singh has over three decades of enriched and diverse management experience.  He spearheads the Company's strategic implementation; he provides oversight and guidance in corporate structuring in relation to major investments and allied matters.	Over three decades of enriched experience in hospitality and multifarious management.	He has served Indian Army over 40 years across India and abroad. He was National Security Advisor to the Delhi Policy Group till August 2018. He has served as GOC-in-C Southern Command, the largest and senior most Command of the Indian Army. A recipient of three of the highest awards for distinguished service from the President of India and a former Aide-de-Camp.
<b>Other Directorship(s)</b>	Dalmia Promoters and Developers Private Limited  DLF Info Park Developers (Chennai) Limited  DLF Universal Limited  Joyous Housing Limited  PHD Chamber of Commerce and Industry®  Paliwal Real Estate Limited	AGS Buildtech Private Limited  Angus Builders & Developers Private Limited  A.S.G. Realcon Private Limited  Belcia Builders & Developers Private Limited  DLF Urva Real Estate Developers & Services Private Limited  Hitech Property Developers Private Limited  Rajdhani Investments & Agencies Private Limited  Realest Builders and Services Private Limited  Trinity Housing and Construction Company <sup>s</sup>	Apeejay Shipping Limited  Apeejay Surrendra Park Hotels Limited  Ladies Youth Association  South Asia Woman Foundation India	DLF Assets Private Limited  DLF Cyber City Developers Limited  DLF Home Developers Limited  Edward Keventer (Successors) Private Limited  Lodhi Property Company Limited



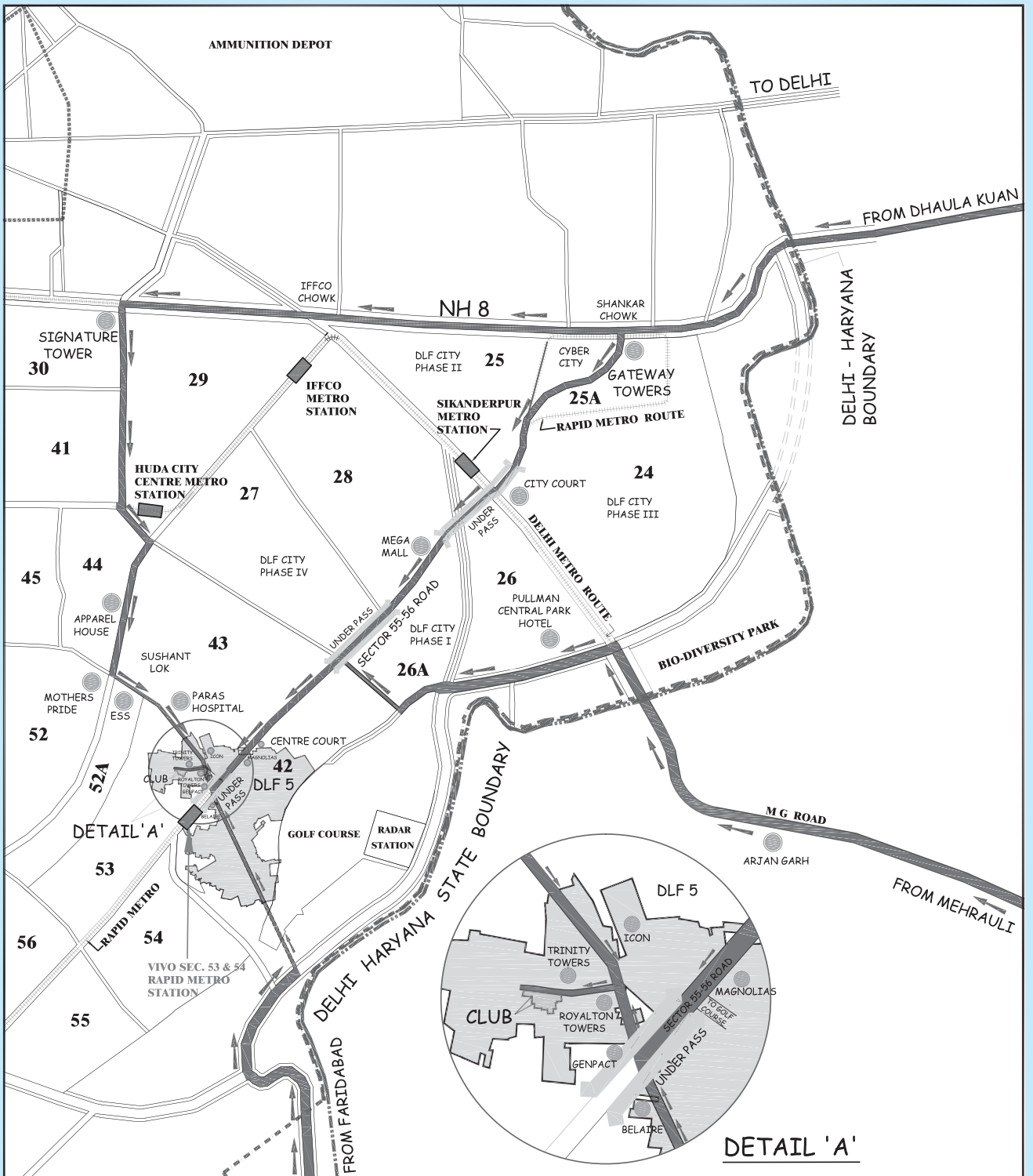
Name of Director	Mr. Rajeev Talwar	Mr. Rajiv Singh	Ms. Priya Paul	Lt. Gen. Aditya Singh (Retd.)
<b>Committee Positions in other Public Companies#</b>	Nil	Nil	Nil	<b>Audit Committee Chairman</b> Edward Keventer (Successors) Private Limited Lodhi Property Company Limited <b>Member</b> DLF Assets Private Limited DLF Cyber City Developers Limited DLF Home Developers Limited
<b>Number of Board meetings attended</b>	Given in corporate governance report			
<b>Remuneration (sitting including fee and commission)</b>	Given in corporate governance report			
<b>Relationships between Directors inter-se</b>	Nil	Dr. K.P. Singh and Ms. Pia Singh.	Nil	Nil

\$ A private company with unlimited liability.

@ Company registered under Section 25 of the Companies Act, 1956 (Section 8 of the Companies Act, 2013).

# Committee positions of only Audit and Stakeholders Relationship Committee considered.

# Route Map of AGM Venue



LOCATION MAP OF DLF CLUB 5, DLF5, GURUGRAM



# DLF LIMITED

Regd. Office: Shopping Mall, 3<sup>rd</sup> Floor, Arjun Marg, Phase-I  
DLF City, Gurugram – 122002, Haryana  
CIN: L70101HR1963PLC002484; Telephone No. 91-124-4334200  
Website: [www.dlf.in](http://www.dlf.in); e-mail: [investor-relations@dlf.in](mailto:investor-relations@dlf.in)



## ATTENDANCE SLIP

54<sup>th</sup> ANNUAL GENERAL MEETING - Tuesday, 30 July 2019 at 11.30 A.M.

DP Id*		NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER/PROXY
Client Id* / Folio No.		
No. of Share(s)		

I/We certify that I/We am/are registered shareholder/proxy of the Company.

I/We hereby record my/our presence at the 54<sup>th</sup> Annual General Meeting of the Company on **Tuesday, 30 July 2019 at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF5, Gurugram - 122002 (Haryana).**

NOTE: Please complete this and hand it over at the entrance of the hall.

\* Applicable for shares held in electronic form.

Signature

No Gift/ Gift Coupon / Refreshment Coupon will be distributed at the Meeting



# DLF LIMITED

Regd. Office: Shopping Mall, 3<sup>rd</sup> Floor, Arjun Marg, Phase-I  
DLF City, Gurugram – 122002, Haryana  
CIN: L70101HR1963PLC002484; Telephone No. 91-124-4334200  
Website: [www.dlf.in](http://www.dlf.in); e-mail: [investor-relations@dlf.in](mailto:investor-relations@dlf.in)



## PROXY FORM

54<sup>th</sup> ANNUAL GENERAL MEETING - Tuesday, 30 July 2019 at 11.30 A.M.

Name of the Member(s): Registered address:		e-mail Id: Folio No./DP Id*: Client Id*:	
---	--	--	--

I/We being the member(s) holding..... shares hereby appoint:

- (1) Name.....Address:.....e-mail Id:..... or failing him/her;
- (2) Name.....Address:.....e-mail Id:..... or failing him/her;
- (3) Name.....Address:.....e-mail Id:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **54<sup>th</sup> Annual General Meeting** of the Company, to be held on **Tuesday, 30 July 2019 at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF5, Gurugram - 122002 (Haryana) at 11.30 A.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolution	For <sup>#</sup>	Against <sup>#</sup>
1.	Adoption of Financial Statements (including Consolidated Financial Statements) for the financial year ended 31 March 2019.		
2.	Declaration of Dividend.		
3.	Re-appointment of Ms. Pia Singh, who retires by rotation.		
4.	Re-appointment of Mr. Gurvirendra Singh Talwar, who retires by rotation.		
5.	Approval/ Ratification of remuneration payable to Cost Auditor.		
6.	Re-appointment of Dr. K.P. Singh as a Whole-time Director designated as Chairman.		
7.	Re-appointment of Mr. Mohit Gujral as Chief Executive Officer & Whole-time Director.		
8.	Re-appointment of Mr. Rajeev Talwar as Chief Executive Officer & Whole-time Director.		
9.	Re-appointment of Mr. Rajiv Singh as a Whole-time Director designated as Vice-Chairman.		
10.	Appointment of Ms. Priya Paul as an Independent Woman Director		
11.	Re-appointment of Lt. Gen. Aditya Singh (Retd.) as an Independent Director		
12.	Payment of commission to Non-executive Directors		

\* Applicable for shares held in electronic form.

Affix  
₹ 1.00

Revenue  
Stamp

Signed this ..... day of .....2019

Signature of shareholder(s)

Signature of proxy holder(s)

**Notes:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office/ Corporate Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- # (4) This is only optional. Please put a 'X' or '√' in the appropriate column against the resolution(s) indicated in the Box. If you leave the 'For'/or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person, if he so desire.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be mentioned.